

ELGIN, *J*OLIET AND EASTERN RAILWAY COMPANY

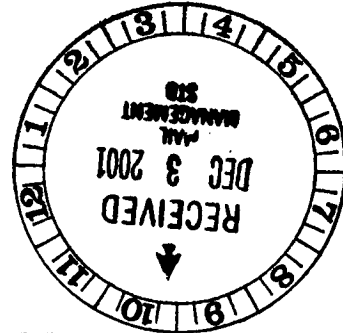
135 JAMISON LANE • P. O. BOX 68 • MONROEVILLE, PENNSYLVANIA 15146

Office of
Vice President - Law,
General Counsel and
Secretary

412-829-6895

November 30, 2001

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001



RECORDATION NO.

9056-A

FILED

DEC 11 '01

1:28 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed one original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release and Termination of Finance Agreement and Conditional Sale Agreement, a secondary document, dated November 29, 2001.

The primary document to which this is connected is recorded under Recordation No. 9056.

Mellon Bank, N.A., Pittsburgh, Pennsylvania, as INVESTOR-SELLER

And

Elgin, Joliet and Eastern Railway Company, Monroeville, Pennsylvania, as VENDEE

A description of the equipment covered by this document follows:

One hundred (100) 100-ton coil cars numbered EJE 6850-6949, inclusive.

9056-A 1:28

A fee of \$28.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Elgin, Joliet and Eastern Railway
ATTN: Christopher Como
135 Jamison Lane
Monroeville, PA 15146

A short summary of the document to appear in the index follows:

Release and Termination of Finance Agreement and Conditional Sale Agreement between Mellon Bank, N.A. ("Mellon") as Investor-Seller and the Elgin, Joliet and Eastern Railway Company ("EJE") as Vendee, dated November 29, 2001, whereby Mellon releases to EJE, its successors and assigns the railroad equipment described as one hundred (100) 100-ton coil cars numbered EJE 6850-6949, inclusive. Mellon further recognizes that EJE has satisfied all rights and obligations under the Lien Documents that relate to the Conditional Sale Agreement of the above-mentioned cars and recorded under Recordation No. 9056.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. Como', with a stylized flourish at the end.

Christopher T. Como
General Attorney and
Assistant Secretary

Attachment

RECORDATION NO. 9056-A FILED

COMMONWEALTH OF PENNSYLVANIA)) SS:
COUNTY OF ALLEGHENY)

DEC 11 '01 1:28 PM

SURFACE TRANSPORTATION BOARD

On this the 29th day of November, 2001, before me, a Notary Public, personally appeared RICHARD R. JAMES, satisfactorily proven to be an officer of Mellon Bank, N.A., who has executed the foregoing instrument on behalf of said entity, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:

March 5, 2005

Diane M. Wagner

 Notary Public
 Notarial Seal
 Diane M. Wagner, Notary Public
 Pittsburgh, Allegheny County
 My Commission Expires Mar. 5, 2005
 Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA)) SS:
COUNTY OF ALLEGHENY)

On this the 29th day of November, 2001, before me, a Notary Public, personally appeared John Yokim, satisfactorily proven to be an officer of Elgin, Joliet and Eastern Railway Company, who has executed the foregoing instrument on behalf of said entity, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:

July 13, 2004

Notarial Seal
Patricia L. Kirk, Notary Public
Monroeville Boro, Allegheny County
My Commission Expires July 13, 2004

**RELEASE AND TERMINATION OF FINANCE AGREEMENT
AND CONDITIONAL SALE AGREEMENT**

This is a Release and Termination of Finance Agreement and Conditional Sale Agreement, dated as of November 29, 2001, between Mellon Bank, N.A. ("Mellon") and Elgin, Joliet and Eastern Railway Company ("EJE").

WHEREAS, Mellon was granted a security interest created under a Conditional Sale Agreement dated as of August 1, 1977 (the "Sale Agreement"), between Mellon, as investor-seller, and EJE, as vendee, which, pursuant to 49 U.S.C. Section 11303, was filed and recorded with the Interstate Commerce Commission on October 28, 1977, and assigned Recordation No. 9056.

WHEREAS, Mellon and EJE desire to execute this instrument to evidence for the public record the satisfaction and release of all rights and obligations of EJE under Lien Documents to the extent such Lien Documents directly relate to and were executed in conjunction with the Sale Agreement.

WHEREAS, Mellon, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby release to EJE, its successors and assigns, the railroad equipment described in the Attachment hereto.

NOW, THEREFORE, in consideration of the premises, Mellon and EJE agree that the liens on the railroad equipment described in the Attachment hereto created by the Lien Documents to the extent such Lien Documents directly relate to and were executed in conjunction with the Sale Agreement are released.

IN WITNESS WHEREOF, Mellon and EJE have executed or caused this instrument to be executed as of the date first above written.

MELLON BANK, N.A.

By: Richard K. James

Its: Vice President

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

By: John A. Ryan

Its: Vice President Finance

ATTACHMENT

One hundred (100) 100-ton coil cars numbered EJE 6850-6949, inclusive.